

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL | |
|--|-----------|
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

| | | |
|---|--|---|
| 1. Name and Address of Reporting Person* <u>Harris Matthew Scott</u> (Last) (First) (Middle) <u>C/O ALTIMMUNE, INC., 910 CLOPPER ROAD, SUITE 201S</u> (Street) <u>GAITHERSBURG, MD 20878</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>Altimune, Inc. [ALT]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align:right"><u>Chief Medical Officer</u></p> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>01/31/2022</u> | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Beneficial Ownership (Instr. 4) |
|----------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-----------------------|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock, par value \$0.0001 | 01/31/2022 | | A ⁽¹⁾ | | 1,800 | A | \$6.86 ⁽²⁾ | 7,562 | D | |
| Common Stock, par value \$0.0001 | 02/01/2022 | | M | | 6,166 | A | \$0 ⁽³⁾ | 13,728 | D | |
| Common Stock, par value \$0.0001 | 02/01/2022 | | F ⁽⁴⁾ | | 2,183 | D | \$7.98 | 11,545 | D | |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-------|--|-----------------|---|--|--|---|--|-------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | | Title |
| Restricted Stock Units | (3) | 02/01/2022 | | M | | | 6,166 | (5) | (5) | Common Stock, par value \$0.0001 | 6,166 | \$0.00 | 18,498 | D | |
| Stock Options (option to buy) | \$7.53 | 02/02/2022 | | A | | 91,600 | | (6) | 02/02/2032 | Common Stock, par value \$0.0001 | 91,600 | \$0.00 | 91,600 | D | |
| Restricted Stock Units | (3) | 02/02/2022 | | A | | 31,100 | | (7) | (7) | Common Stock, par value \$0.0001 | 31,100 | \$0.00 | 31,100 | D | |

Explanation of Responses:

- These shares were purchased due to participation by the reporting individual in the Issuer's 2019 Employee Stock Purchase Plan ("ESPP"). It pertains to the ESPP purchase period from August 1, 2021 through January 31, 2022.
- In accordance with the ESPP, these shares were purchased based on 85% of the closing price of the issuer's common stock on January 31, 2022.
- Each Restricted Stock Unit ("RSU") represents a contingent right to receive one share of Common Stock, par value \$0.0001, when vested.
- Vesting transaction: Shares surrendered to the Issuer solely to cover taxes associated with vesting of RSUs.
- The RSUs become vested and exercisable in substantially equal annual installments over the 4 years following February 1, 2021, subject to the reporting person's continued service through the applicable vesting date, and have no expiration date.
- Twenty-five percent of the shares underlying the option become vested and exercisable on February 2, 2023 and the remaining 75% of the shares underlying the option become vested and exercisable in substantially equal monthly installments over the 36 months following February 2, 2023, subject to the reporting person's continued service through the applicable vesting date.
- The RSUs become vested and exercisable in substantially equal annual installments over the 4 years following February 2, 2022, subject to the reporting person's continued service through the applicable vesting date, and have no expiration date.

/s/ Kent Tapper, as Attorney-in-Fact 02/03/2022

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.